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10 -and -

11 **SHEPPARD, MULLIN, RICHTER & HAMPTON
12 LLP**

13 A Limited Liability Partnership
14 Including Professional Corporations
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25 *Attorneys for the PG&E Holdco Group*

26 **UNITED STATES BANKRUPTCY COURT
27 NORTHERN DISTRICT OF CALIFORNIA
28 SAN FRANCISCO DIVISION**

29 In re:

30 PG&E CORPORATION

31 - and -

32 PACIFIC GAS AND ELECTRIC
33 COMPANY,

34 Debtors.

35 Bankruptcy Case
36 No. 19-30088 (DM)

37 Chapter 11
38 (Lead Case)
39 (Jointly Administered)

40 **VERIFIED STATEMENT OF THE PG&E
41 HOLDCO GROUP PURSUANT TO
42 BANKRUPTCY RULE 2019**

43 Affects PG&E Corporation
44 Affects Pacific Gas and Electric Company
45 Affects both Debtors

46 ** All papers shall be filed in the Lead Case,
47 No. 19-30088 (DM).*

1 Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the
2 “**Bankruptcy Rules**”), certain owners of claims against and interests in, PG&E
3 Corporation (“**Holdco**”) and its affiliated debtors (“the “**Debtors**”), including bank debt at
4 PG&E Corporation (the “**PG&E Holdco Group**”), by and through its undersigned
5 counsel, submit this verified statement (the “**2019 Statement**”), and in support thereof,
6 state as follows:

7 1. In or around May 2, 2019, the PG&E Holdco Group engaged
8 Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) to represent it in connection
9 with the Debtors’ restructuring.

10 2. The members of the PG&E Holdco Group hold, or are the
11 investment advisors, sub-advisors or managers of funds or discretionary accounts that hold
12 (with such investment advisors, sub-advisors and managers acting on behalf of such
13 holders), as of July 17, 2019, approximately \$154,571,784 million in aggregate principal
14 amount outstanding of the Holdco Revolving Credit Facility, issued pursuant to the Second
15 Amended and Restated Credit Agreement, dated April 27, 2015, between PG&E
16 Corporation and Bank of America, N.A., and approximately \$189,798,364 million in
17 aggregate principal amount outstanding of the Holdco Term Loan, issued pursuant to the
18 Term Loan Agreement, dated April 16, 2018, between PG&E Corporation and Mizuho
19 Bank, Ltd. In accordance with Bankruptcy Rule 2019, the address and the “nature and
20 amount of all disclosable economic interests” for each member are set forth on Exhibit A
21 attached hereto. The information set forth on Exhibit A is based upon information the
22 members provided to Counsel and is subject to change.

3. Nothing in this Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any holder's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

4. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

5. Counsel reserves the right to amend or supplement this Statement.

6. The information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

Dated: July 17, 2019

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

/s/
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**pro hac vice applications pending*

Attorneys for the PG&E Holdco Group

Exhibit A

Name	Nature and Amount ¹ of Disclosable Economic Interests	
	Holdco Revolver and Term Loan Claims	Other
Azteca Partners LLC² 51 JFK Parkway Short Hills NJ 07078	\$48,139,955.00	PG&E Common Shares: 7,634,221 Utility Preferred Shares: 168,321 DIP Loan Obligations: ³ \$41,050,000.00 Utility L/C Reimbursement: \$8,200,000.00 Utility Unsecured Funded Debt Claims: ⁴ \$303,556,896.00
Palomino Master Ltd.² 51 JFK Parkway Short Hills NJ 07078	\$69,140,423.00	PG&E Common Shares: 10,965,779 Utility Preferred Shares: 241,719 DIP Loan Obligations: \$58,950,000.00 Utility L/C Reimbursement: \$11,800,000.00 Utility Unsecured Funded Debt Claims: \$435,879,437.00
GoldenTree Asset Management, LP 300 Park Avenue, 21 st Floor New York, NY 10022	\$48,542,000.00	Utility Unsecured Funded Debt Claims: \$89,956,000.00
HSBC Bank plc⁵ 452 Fifth Avenue, New York, NY 10018	\$18,361,668.96	Utility Unsecured Funded Debt Claims: \$88,457,642.00
Marathon Asset Management 1 Bryant Park, #38 New York, New York 10036	\$80,986,101.00	Utility Unsecured Funded Debt Claims: \$84,858,953.00 PG&E Common Shares: 200,000

¹ Amounts listed on this Exhibit A are calculated as of July 17, 2019 (unless otherwise noted) and do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes or indemnification that may be owing under any indenture, credit agreement, or instrument.

² Appaloosa LP is the investment advisor to Azteca Partners LLC and Palomino Master Ltd.

³ DIP Loan Obligations include undrawn commitments, if any.

⁴ Utility Unsecured Funded Debt Claims include the Senior Notes, the Utility Term Loan, and the Utility Revolver, all as described in the *Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief* [Dkt. No. 263].

⁵ HSBC Bank plc also holds short positions on certain of the Senior Notes.

Exhibit A

Name	Nature and Amount¹ of Disclosable Economic Interests	
	Holdco Revolver and Term Loan Claims	Other
Silver Point Capital, L.P., on behalf of certain funds and accounts⁶ Two Greenwich Plaza Greenwich, CT 06830	\$79,200,000.00	PG&E Common Shares: 14,524,000 Subrogation Claims: \$22,397,514.23 Trade Vendor Claims: \$8,626,980.26 Utility Unsecured Funded Debt Claims: \$296,730,666.51

⁶ As of July 1, 2019.